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LAW OFFICES OF
GOULD, COOKSEY, FENNELL,
O'NEILL, MARINE, CARTER & HAFNER, P.A.

JOHN R. GOULD (1921-1988)
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979 BEACHLAND BOULEVARD
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*FL. BOARD CERTIFIED
CIVIL TRIAL AND
BUSINESS LITIGATION

OF COUNSEL
SAMUEL A. BLOCK

**FL. BOARD CERTIFIED
WILLS, TRUSTS AND ESTATES

March 5, 2002

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

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*****43.75 *****43.75

Re: GIFFORD YOUTH ACTIVITY CENTER, INC.

Dear Sir/Madam:

Enclosed please find the original and one copy of the Amendment to Articles of Incorporation of Gifford Youth Activity Center, Inc., together with this firm's check, in the amount of \$43.75, to cover the following fees:

Filing Fee	\$35.00
Certified Copy	8.75
TOTAL	\$ 43.75

Please file the Articles of Incorporation and return to me the Certified Copy of the Amendment to Articles of Incorporation evidencing your approval of same at your earliest convenience.

Thank you for your courtesy and cooperation in this matter.

Yours truly,


SAMUEL A. BLOCK

SAB/nlg
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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LAW OFFICES OF
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O'NEILL, MARINE, CARTER & HAFNER, P.A.**

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SAMUEL A. BLOCK

*FL. BOARD CERTIFIED
CIVIL TRIAL AND
BUSINESS LITIGATION

**FL. BOARD CERTIFIED
WILLS, TRUSTS AND ESTATES

March 18, 2002

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: (1) GIFFORD YOUTH ACTIVITY CENTER, INC.
(2) GIFFORD YOUTH ACTIVITY CENTER FOUNDATION, INC.

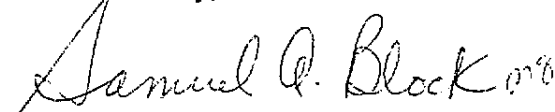
Dear Sir/Madam:

Enclosed please find the original and one copy of the Amendment to Articles of Incorporation for each of the above-referenced non-profit corporations. Also enclosed are copies of your letters dated March 13, 2002, relative to each corporation with regard to required language. Both Amendments now contain the required language.

Please file these Amendments to Articles of Incorporation and return to me one Certified Copy of each of the Amendment to Articles of Incorporation evidencing your approval of same at your earliest convenience. A postage paid self addressed envelope is enclosed for your convenience.

Thank you for your assistance.

Yours truly,


SAMUEL A. BLOCK

SAB/nlg
Enclosures

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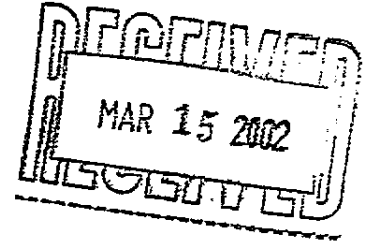


FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 13, 2002

GOULD COOKSEY ETAL
% SAMUEL BLOCK
979 BEACHLAND BLVD.
VERO BEACH, FL 32963

SUBJECT: GIFFORD YOUTH ACTIVITY CENTER, INC.
Ref. Number: N01000008968



We have received your document for GIFFORD YOUTH ACTIVITY CENTER, INC. and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The document must state that there are no members or members entitled to vote.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6908.

Anna Chesnut
Corporate Specialist

Letter Number: 902A00015156

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DIVISION OF CORPORATIONS

**AMENDMENT TO ARTICLES OF INCORPORATION
OF
GIFFORD YOUTH ACTIVITY CENTER, INC.**

Document No. N01000008968

Pursuant to the provisions of Section 617.1006 of the Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation.

The following amendment to the Articles of Incorporation was adopted by a majority of the Directors of Gifford Youth Activity Center, Inc., being the majority necessary pursuant to the Bylaws of the corporation to adopt such Amendment, on the 14th day of February, 2002, in the manner prescribed by the Florida General Corporation Act. There are no members or members entitled to vote on the amendment.

1. That Article XII, Indemnification, Subparagraph 1., of the Articles of Incorporation of Gifford Youth Activity Center, Inc. be amended to read as follows:

ARTICLE XII

Indemnification

1. Indemnity. The corporation shall indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a Director, employee, officer, or agent of the corporation, against expenses (including attorney's fees and appellate attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted, even though negligently, in good faith and in a manner he reasonably believed to be in or

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TALLAHASSEE, FLORIDA

not opposed to the best interests of the corporation; and, with respect to any criminal action or proceeding, has no reasonable cause to believe his conduct was unlawful, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or misfeasance or malfeasance in the performance of his duty to the corporation, unless and only to the extent that the court in which such action or suit was brought, shall determine, upon application, that despite the adjudication of liability, but in view of all of the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper. The termination of any action, suit or proceeding by judgment, order settlement, conviction or upon a plea of nolo contendere, or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation; and, with respect to any criminal action or proceeding, had reasonable cause to believe his conduct was unlawful.

Dated: February 14, 2002

A. Ronald Hudson
A. RONALD HUDSON, Chairman

Attest
Katherine Washington
KATHERINE WASHINGTON, Secretary

(CORPORATE SEAL)

STATE OF FLORIDA)
 :SS.
COUNTY OF INDIAN RIVER)

I HEREBY CERTIFY that on this day personally appeared before me,
an officer duly authorized to administer oaths and take acknowledgments, A.
RONALD HUDSON and KATHERINE WASHINGTON, who are personally
known to me and/or who produced _____
~~as identification~~, and who executed the foregoing Amendment to Articles of
Incorporation, and acknowledged before me that they executed the same
freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal on this 14th, day of
February, 2002.

(NOTARY SEAL)

Samuel A Block

NOTARY PUBLIC, STATE OF FLORIDA

SAMUEL A. BLOCK

Printed Name of Notary

My Commission Expires:



Samuel A Block
My Commission DD022005
Expires May 27 2005